



HOVAWART CLUB OF NORTH AMERICA

BYLAWS

Article One: Hovawart Club of North America (HCNA) Membership

Section One: Membership

There shall be two classes of membership: Regular and Honorary. In addition to other requirements, membership shall be open to all persons who agree to the objectives of the club and are willing to abide by the rules as listed in the constitution, bylaws, and breeding regulations.

- a. Regular members shall consist of persons eighteen years of age or older. Members are entitled to hold office if elected by the membership or appointed by the board of directors. The board of directors shall determine the term of membership.
- b. Honorary membership may be awarded by the board of directors to any individual who has rendered meritorious service to the club or the breed. Honorary memberships may be for one or more years or for life at the determination of the board of directors. Honorary members shall be exempt from all fees and shall enjoy all the privileges of regular membership.

Section Two: Election to Membership

- a. Applicants for membership shall make a written application to the board of directors in a manner designated by the board of directors, in which application the applicant shall state that he or she fulfills the eligibility criteria for membership and agrees to abide by the current constitution and bylaws.
- b. With the application, the prospective member shall submit dues payment for the current year.
- c. Applicants may be elected to membership by a majority vote of the board of directors.
- d. The board of directors will make the final decision on all applicants.
- e. All puppy mill owners, professional dog brokers, their spouses, and employees are excluded from HCNA membership.

Section Three: Dues

- a. The amount of membership dues will be set annually by the board of directors.
- b. Membership dues are to be paid by March 1 of the year of application.
- c. No member who has failed to pay his or her dues for their current term shall be eligible to vote.
- d. Honorary members are exempt from dues.

Section Four: Termination of Membership

- a. Membership may be terminated as follows:
 - 1. By resignation of the member upon notice to the board of directors.
 - 2. By lapsing.
 - 3. By expulsion as provided by Article Seven.
 - 4. By death of the member.
- b. Upon termination of membership, all rights and privileges of membership cease.

- c. Partial year refunds of dues will not be paid upon termination except in the case of unusual or extraordinary circumstances as determined by the board of directors.

Article Two: Meetings

Section 1: Annual Meeting

At least one general meeting of the club will be held each year at a time and place designated by the board of directors. Written notice of the general meeting will be delivered to the membership at least thirty days prior to the date of the meeting. A quorum for the general meeting shall be ten percent of the members in good standing.

Section 2: Board Meetings

- a. Board of directors' meetings shall be held at such times and places as designated by the board. There shall be at least six board meetings per year. Meetings may be held telephonically or by video conference or other similar method.
- b. Notice of board meetings shall be provided to board members at least three days prior to the meeting. Cancellation or rescheduling of a meeting shall be decided by a majority of the board.
- c. A quorum of a board meeting shall be fifty percent of the eligible voting members of the board, but shall include either the president or vice president.
- d. A record of board meetings shall be kept by the recording secretary.
- e. Approved minutes of board meetings shall be made available to the club members.

Article Three: Directors and Officers

Section One: Board of Directors

- a. The board of directors shall be composed of up to eleven members.
- b. The president shall be chairperson of the board.
- c. The general management of the club's affairs are entrusted to the board of directors.

- d. Board members serve voluntarily. Expenses by board members for the club may be considered for reimbursement.
- e. Each elected or appointed member of the board shall have the right to one vote in all matters before the board, except in the case where two or more board members reside in the same household. In such case, only one member may vote, though both members may discuss the matter at hand.

Section Two: Responsibilities of the Board of Directors

- a. The board of directors is responsible for all club business, including but not limited to the following:
 - i. Approval of the minutes of the prior board meeting.
 - ii. Final decisions about accepting, disciplining, or expelling members.
 - iii. Determine annual dues.
 - iv. Approve breeding regulations.
 - v. Approve breedings.
 - vi. Resolution of disputes about the interpretations of these bylaws, the constitution, and breeding regulations.
 - vii. Support and promote the HCNA Constitution and the club's purpose as set forth in the Constitution.
- b. Members of the board of directors accept the responsibility of serving the HCNA with the understanding that they may be required to perform various tasks and duties as requested by the board and as needed to best serve the club.

Section Three: Officers

The club's officers shall consist of the president, vice president, treasurer, and breeding director. The officers and other general directors of the board shall determine among themselves the roles of rescue coordinator and secretary. If the board members, including the officers, are unable to fill these roles, the board may appoint anyone to fulfill the role by majority vote.

- a. The president shall preside at all meetings of the club and of the board, and the president shall have the duties and powers normally appurtenant to the office of the presidency in addition to those set forth herein. The president will assume or delegate responsibility for all tasks of the board not expressly assigned to another officer. The president is granted

executive privilege and authority to act in matters of either a financial or policy nature not specified in these bylaws. Such actions must be presented to the board as soon as practicable for approval, repeal, or modification of the president's decision. The president is also the club's delegate to the International Hovawart Federation, and the Board may designate additional members of the HCNA delegation to the IHF.

- b. The vice president shall have the duties and exercise the powers of the president in the case of the president's absence, incapacity, or death.
- c. The treasurer is responsible for managing the HCNA funds. The treasurer shall receive all money due or belonging to the club and shall deposit the same in a bank approved by the board in an account in the club's name. The treasurer's records shall be available at all times to the board of directors. The treasurer shall give a report on the state of the HCNA's finances, including amounts on deposit and significant income and expenses, at every board meeting. At the general meeting the treasurer shall render an accounting to the membership.
- d. The breeding director shall chair the breeding committee and shall be responsible for determining the breeding guidelines of the club. Any proposed breeding regulations and breedings shall be presented to the board for approval.
- e. The secretary shall keep a record of all meetings and all votes taken and shall be in charge of general correspondence of the club and shall interact with the public regarding inquiries, questions, and suggestions.
- f. The rescue coordinator shall be responsible for the rescue, protection, and placement in new environments of hovawarts in distress and for the coordination of rescue efforts with other rescue groups and organizations.

Section Four: Vacancies

Any vacancies occurring on the board during a vacating board member's term shall be filled by a member of the club elected by majority vote of the remaining members of the board, excepting a vacancy in the office of the presidency, which shall be filled by the vice president.

Article Four: Fiscal Year, Nominations, and Elections

Section One: Fiscal Year

The club's fiscal year and term for elected officers and board members shall begin on January 1 and end on December 31. Each retiring officer shall turn over to their successor all properties and records relating to that office by January 1. By agreement of the board, newly elected directors and officers may replace outgoing directors and officers before January 1.

Section Two: Voting

At the annual meeting or any other general meeting, voting shall be limited to those members in good standing who are present at the meeting. Elections of officers and directors and the voting on amendments or modifications to the constitution or bylaws shall be decided by voting by written ballot by email, mail, or other means as decided by the board of directors. Proxy voting is not permitted. Decisions shall be made by simple majority of the submitted votes unless otherwise stated. Dissolution of the club can only be made with four-fifths of the submitted votes.

Section Three: Elections

For the election of members to the board of directors, the vote shall be conducted in a manner determined by the board of directors. The nominated candidate receiving the greatest numbers of votes for each office shall be declared the winner.

- a. Officers shall be elected to four-year terms. All other board members shall be elected to two-year terms.
- b. There shall be an election of officers and directors every two years.
 1. The president, treasurer, and approximately one half of the general directors shall be elected in 2017.
 2. The positions of vice president, the breeding director, and approximately one half of the general directors elected in 2016 shall next be open for election in 2019.

Section Four: Nominations and Ballots

No member may be a candidate in a club election without first being nominated.

- a. By April 1 of an election year, the board shall select a nomination committee consisting of up to three regular members, at least one of whom is a board member.

- b. The nomination committee shall inform the club members of the upcoming vote and shall encourage the proposing of candidates. This information shall be communicated by May 15 of the election year.
- c. The committee shall nominate at least one candidate for each office to be filled that year and sufficient candidates for each general director position, after securing the consent of the person to be nominated. The committee shall report its nominations by June 15.
- d. Additional nominations may be made by members not part of the nominating committee. Such nominations shall be submitted by June 15.
- e. Ballots containing all nominated candidates will be prepared and sent to the members in good standing no later than September 1. Ballots are to be returned by October 1. Results will be announced as soon as the votes are tallied.

Article Five: Committees

Section One: Standing Committees

The board may each year appoint standing committees to advance the work of the club.

- a. The breeding director shall chair the breeding committee. The breeding director shall nominate members to the breeding committee, which nominees shall be presented to the Board for approval and whom shall assist in continuing the development and application of the club's breeding program in the United States and Canada.
- b. Special committees may also be appointed by the board to aid it on particular projects.
- c. Former board members who have served for six or more years shall compose a committee of Board Members Emeriti. Said committee shall be entitled to board communications and shall be entitled to participate in board meetings. Board Members Emeritus shall have no voting rights with respect to matters before the board. Their membership on this committee is subject to approval by the Board of Directors.
- d. The past presidents shall be a permanent standing committee and act as consultants to the board. Membership on this committee is subject to approval by the Board of Directors.

Section Two: Termination of Appointment

Any committee appointment may be terminated by a majority vote of the Board followed by immediate notice to the appointee. The board may appoint successors to those persons whose services have been terminated.

Article Six: Registration

HCNA shall maintain the official breed book for hovawarts in the United States and Canada and shall establish and maintain the requirements and processes for registering hovawarts in North America.

Article Seven: Discipline

Section One: Punishments

Any member who is guilty of a violation of the club's rules or has acted in a manner detrimental or damaging to the breed or the club can receive punishments, including one or more of the following punishments:

- a. Warning
- b. Ban from shows, tests, or competitions
- c. Removal from office or the board
- d. Suspension
- e. Expulsion from the club
- f. Permanent or temporary ban from breeding.

Section Two: General Procedures

The board has the authority to exercise disciplinary actions and to decide all disputes. A simple majority of the board is required for disciplinary actions and a two-thirds majority is necessary for expulsion from the club. Decisions by the board must be communicated to the member in writing. A reason must be included.

Section Three: Charges of Misconduct

If the board, when presented with allegations of misconduct, determines that the allegations merit a hearing, the board shall set procedures to address and adjudicate the alleged misconduct as necessary.

Article Eight: Amendments

Section One

Amendments to the constitution or the bylaws may be proposed by the board. They may also be proposed by written petition addressed to the board and signed by no less than twenty percent of the membership in good standing. Amendments proposed by petition shall be considered promptly by the board and submitted to the members, along with recommendations of the board, for a vote within three months of the petition's submission.

Section Two

The board of directors shall determine how the proposed amendments to the constitution or bylaws will be voted on and if a general meeting is required to do so.

Section Three

The constitution and bylaws may be amended by a two-thirds majority vote of the members voting for this purpose.

Section Four

Amendments to the constitution and bylaws that receive a two-thirds majority vote as set forth in Section Three above shall become effective immediately.

Article Nine: Dissolution

The club may be dissolved at any time through the written consent of no less than four-fifths of the members in good standing. In the event of the dissolution of the club, other than for the purposes of re-organization, whether voluntary or involuntary, or by operation of law, none of the property of the club, nor any proceeds or other assets of the club shall be distributed to any members of the club, but after payments of the debts of the club, its property and assets shall be

donated to a charitable organization for the benefit of dogs, selected by the board of directors.